

Seneca Foods Corp
 Form 5
 June 04, 2015

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
STUART SUSAN W
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Seneca Foods Corp [SENEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SENECA FOODS CORP, 3736 SOUTH MAIN STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2015

MARION, NY 14505
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Seneca Foods Class A Common	^	^	^	^	^	^	57,214	D	^
Seneca Foods Class A Common	^	^	^	^	^	^	12,616	I	By Spouse
Seneca Foods Class	^	^	^	^	^	^	63,492	D	^

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B Common

Seneca Foods Class B Common 18,894 I By Spouse

6% Preferred 25,296 D

Preferred Class A Series A 01/27/2015 G5 8,605⁽⁴⁾ A \$⁽³⁾ 26,605 D

Preferred Class A Series A 01/27/2015 G5 8,605⁽⁵⁾ A \$⁽³⁾ 26,605 I By Spouse

Preferred Class A Series B 01/26/2015 G5 1,100⁽¹⁾ A \$⁽³⁾ 15,100 D

Preferred Class A Series B 01/26/2015 G5 1,100⁽²⁾ A \$⁽³⁾ 15,100 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART SUSAN W C/O SENECA FOODS CORP	1	1	1	1

3736 SOUTH MAIN STREET
MARION, NY 14505

Signatures

Jeffrey Van Riper, Attorney
in Fact

06/04/2015

____Signature of Reporting Person

____Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Reporting Person acquired 1,100 shares of Class A Series B Preferred Stock in a gift transaction on January 26, 2015.
- (2) The Reporting Person's spouse acquired 1,100 shares of Class A Series B Preferred Stock in a gift transaction January 26, 2015.
- (3) No price since this is a gift.
- (4) The Reporting Person acquired 8,605 shares of Class A Series A Preferred Stock in a gift transaction January 27, 2015.
- (5) The Reporting Person's spouse acquired 8,605 shares of Class A Series A Preferred Stock in a gift transaction January 27, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.